

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CHECKPOINT HR HOLDINGS CORPORATION		11/20/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MMV FINANCE INC.		
Street Address:	370 King Street West		
Internal Address:	Suite 604		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5V 1J9		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Serial Number:	77588007	BENELERT	
Registration Number:	3422124	CHECKPOINT HR	
Serial Number:	77604724	CHECKPOINT HR BENEFITS GROUP	
Serial Number:	77789592	CHECKPOINT HR BENEFITS GROUP THE POINT OF DIFFERENCE IN HUMAN RESOURCES	
Registration Number:	2868337	CHECKPOINT HR MORE THAN JUST A PAYCHECK	
Serial Number:	77789591	CHECKPOINT HR THE POINT OF DIFFERENCE IN HUMAN RESOURCES	
Registration Number:	3571231	THE WILSHIRE GROUP	
Serial Number:	77257669	THE WILSHIRE GROUP MORE THAN JUST INSURANCE	
Serial Number:	77257670	THE WILSHIRE GROUP MORE THAN JUST INSURANCE	
CORRESPONDENCE DATA			
Fax Number:	(858)550-6420		

CH \$240.00 77588007

900148213

**TRADEMARK
 REEL: 004100 FRAME: 0181**

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 858-550-6403
Email: erin.obrien@cooley.com
Correspondent Name: Erin O'Brien
Address Line 1: c/o Cooley Godward Kronish LLP
Address Line 2: 4401 Eastgate Mall
Address Line 4: San Diego, CALIFORNIA 92121

ATTORNEY DOCKET NUMBER:	312016-106 CHECKPOINT
-------------------------	-----------------------

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Erin O'Brien
--------------------	--------------

Signature:	/Erin O'Brien/
------------	----------------

Date:	11/20/2009
-------	------------

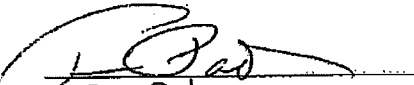
Total Attachments: 2
source=Checkpoint signed CGSI#page1.tif
source=Checkpoint signed CGSI#page2.tif

CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated November 20, 2009, between CheckPoint HR Holdings Corporation, a corporation organized under the laws of the State of Delaware (hereinafter referred to as "CheckPoint"), whose full post office address is 2035 Lincoln Highway, Suite 1080, Edison, NJ 08817 and MMV Finance Inc. (hereinafter referred to as "MMV"), a specialty finance corporation incorporated under the laws of Canada, whose full post office address is 370 King Street West, Suite 604, Toronto, Ontario, M5V 1J9, and for good and valuable consideration, the receipt and sufficiency of which are hereby confirmed and acknowledged, CheckPoint confirms that it has granted to MMV a security interest, lien and charge in all of CheckPoint's right, title and interest in and to the intellectual property listed on the Schedule attached hereto, including, without limitation, the copyrights, trademarks, patents and trademark and patent applications and registrations listed therein, and in and to any and all continuations, continuations-in-part, updates, developments, divisions, reissues and re-examinations which issue therefrom, the same to be held and enjoyed by MMV, strictly subject to the terms of the GSA.

EXECUTED at Edison, NJ this 20th day of November, 2009

**CHECKPOINT HR HOLDINGS
CORPORATION**

By: 
Name: Tom Prady
Title: CEO
I have authority to bind the Corporation

SCHEDULE OF INTELLECTUAL PROPERTY

Trademarks:

BENELERT	SN:77-588007
CHECKPOINT HR	SN:77-257137 RN:3,422,124
CHECKPOINT HR BENEFITS GROUP	SN:77-604724
CHECKPOINT HR BENEFITS GROUP THE POINT OF DIFFERENCE IN HUMAN RESOURCES & DESIGN	SN: 77-789592
CHECKPOINT HR MORE THAN JUST A PAYCHECK & DESIGN	SN: 76-383032 RN:2,868,337
CHECKPOINT HR THE POINT OF DIFFERENCE IN HUMAN RESOURCES & DESIGN	SN: 77-789591
THE WILSHIRE GROUP	SN: 77-257142 RN: 3,571,231
THE WILSHIRE GROUP MORE THAN JUST INSURANCE	SN: 77-257669
THE WILSHIRE GROUP MORE THAN JUST INSURANCE & DESIGN	SN: 77-257670

Patents:

None.

Copyrights:

None.